

FO8000004230

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

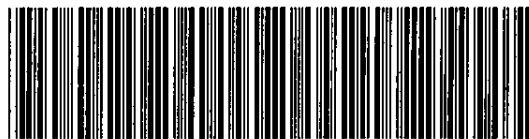
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500136243205

09/25/08--01052--003 **78.75

FILED
2008 SEP 25 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers SEP 29 2008



The Inland Real Estate Group, Inc.
2901 Butterfield Road
Oak Brook, Illinois 60523
630-218-8000 Fax: 630-218-4900
Law Department

DENISE BARNETTE
PARALEGAL
PHONE: (630) 218-8000 ext. 42738
dbarnette@inlandgroup.com

September 23, 2008

VIA 2nd DAY UPS

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Inland American Communities Partners, Inc. ("IACP")

Ladies and Gentlemen:

Enclosed for filing the following items for filing or processing:

1. Cover Letter (duplicate originals);
2. Application by Foreign Corporation for Authorization to Transact Business in Florida for IACP (duplicate originals) (the "Registration");
3. Delaware Good Standing Certificate; and
4. Check made payable to Florida Department of State in the amount of \$78.75 as payment for the filing fee of the Registration.

After filing the Registration, kindly return certified evidence to me in the enclosed self-addressed stamped envelope.

If you have any questions, please contact me.

Sincerely,

THE INLAND REAL ESTATE GROUP, INC.

Denise Barnette
Paralegal

Enclosures

RECEIVED
TALLAHASSEE, FLORIDA
2008 SEP 25 PM 1:36

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Inland American Communities Partners, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Scott W. Wilton
(Name of Person)

TIREG
(Firm/Company)

2901 Butterfield Road
(Address)

Oak Brook, IL 60523-1106
(City/State and Zip code)

For further information concerning this matter, please call:

_____ at (_____)
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Inland American Communities Partners, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-8960518
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/30/2007 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 30, 2007
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2901 Butterfield Road, Oak Brook, IL 60523-1106
(Principal office address)
2901 Butterfield Road, Oak Brook, IL 60523-1106
(Current mailing address)

8. real estate activities
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

2008 SEP 25 PM 1:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System
By: Laura Broderick
(Registered agent's signature) **Laura Broderick**
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

~~XXXXXXXX~~ ~~Chairman:~~ Lori J. Foust

Address: 2901 Butterfield Road
Oak Brook, IL 60523-1106

~~XXXXXXXX~~ ~~Chairman:~~ Catherine L. Lynch

Address: 2901 Butterfield Road
Oak Brook, IL 60523-1106

Director: Thomas P. McGuinness

Address: 2901 Butterfield Road
Oak Brook, IL 60523-1106

Director: _____

Address: _____

B. OFFICERS

President: & Director: Steven R. Utley

Address: 3890 W. Northwest Hwy, #700, Dallas, TX 75220

CEO & Director: Robert K. Utley

Address: 3890 W. Northwest Hwy, #700, Dallas, TX 75220

Vice President: Travis Roberts

Address: 3890 West Northwest Highway, #700, Dallas, Texas 75220

Secretary: & Treasurer: Sherman Wyman

Address: 3890 W. Northwest Hwy, #700, Dallas, TX 75220

~~XXXXXXXX~~ Executive Vice President: John Allums

Address: 3890 W. Northwest Hwy, #700, Dallas, TX 75220

FILED
2008 SEP 25 PM 1:36
SECRETARY
TALLAHASSEE, FL IRIDA.

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Director or Officer listed in number 12 of the application)

14. Sherman Wyman, Secretary
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INLAND AMERICAN COMMUNITIES PARTNERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

4343472 8300

080966716



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6859961

DATE: 09-18-08